



Regulatory, Compliance & Government Affairs Committee Charter

Purpose

The Regulatory, Compliance & Government Affairs Committee (the "Committee") shall report to and assist the Board of Directors ("Board") of Johnson & Johnson (the "Company") by providing oversight of regulatory, compliance and governmental matters that may impact the Company and such other matters as directed by the Board or this Charter.

Membership

1. The Committee shall be comprised of not less than three members of the Board.
2. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of the New York Stock Exchange and the Company's Standards of Independence, and as determined in the business judgment of the Board.
3. At least one member of the Committee shall serve concurrently on the Audit Committee.
4. Members of the Committee shall be appointed and may be removed by the Board.
5. Members of the Committee shall be informed, or shall become informed within a reasonable period of time after appointment to the Committee, with respect to matters of legal and regulatory compliance that are within the Committee's oversight responsibilities.

Committee Chairman

The Board shall designate one member of the Committee to act as the Chairman of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee; and (b) perform such other activities as from time to time are requested by the other Committee members or as circumstances indicate.

Meetings

1. The Committee will meet formally at least four times each fiscal year.
2. The Committee will hold separate private meetings at least semi-annually with each of the General Counsel, the Chief Compliance Officer, the Chief Quality Officer, and the Vice President of Corporate Internal Audit.
3. In the discretion of the Chairman of the Committee, but at least once each year, the members of the Committee shall meet in Executive Session.

Duties and Responsibilities

Among its duties and responsibilities, the Committee shall:

1. Oversee the Company's major compliance programs with respect to legal and regulatory requirements (including, but not limited to, the Company's policies and procedures for monitoring health care compliance; product quality and compliance; product safety; privacy; environmental regulation; employee health and safety; and compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended), except with respect to matters of financial compliance (i.e., accounting, auditing and financial reporting), which are the responsibility of the Audit Committee.
2. Oversee compliance with any ongoing Corporate Integrity Agreements or similar undertakings by the Company with the U.S. Department of Health and Human Services, U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Food and Drug Administration, or any other government agency.
3. At least annually, review with the Chief Compliance Officer the organization, implementation and effectiveness of the Company's compliance and ethics programs, and the adequacy of the resources for those programs.
4. At least annually, review with the Chief Quality Officer the organization, implementation and effectiveness of the Company's quality and compliance programs, and the adequacy of the resources for those programs.
5. Review the metrics used by management to provide insight into the Company's compliance systems and organization.
6. Oversee the Company's Policy on Business Conduct and Code of Business Conduct & Ethics for Members of the Board of Directors and Executive Officers, including the annual certification processes, and the procedures for identifying and investigating any alleged violation of such Policy or Code. The Vice President of Corporate Internal Audit shall at least annually report to the Committee on actual and alleged violations of such Policy or Code, including any matters that involve criminal conduct or potential criminal conduct.
7. Oversee significant complaints and other matters raised through the Company's compliance reporting mechanisms

(other than those involving accounting, auditing, and financial reporting, which are the responsibility of the Audit Committee).

8. As necessary, review and make recommendations to the Board regarding whether to grant any waivers of provisions of the Policy on Business Conduct and Code of Business Conduct & Ethics for Members of the Board of Directors and Executive Officers for a director or executive officer.
9. At least annually, review the Company's government affairs strategies and priorities.
10. At least annually, review the policies, practices and priorities for the Company's political expenditure and lobbying activities.
11. Oversee the Company's exposure to risks relating to regulatory compliance matters.
12. Consult, as necessary, with the Audit Committee of the Board regarding the internal audit plans related to compliance.
13. Consult, as necessary, with the Compensation and Benefits Committee of the Board regarding the role of compliance in performance evaluations.
14. Monitor and evaluate new developments and current and emerging trends relating to regulatory compliance and government relations that affect or could affect the Company.

Oversight of Committee Matters

1. The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Committee shall have authority and appropriate funds to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.
4. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
5. The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.